

INTEGRA LIFESCIENCES HOLDINGS CORP  
Form 8-K  
April 13, 2012

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

April 9, 2012

Integra LifeSciences Holdings Corporation

(Exact name of registrant as specified in its charter)

Delaware

000-26244

510317849

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

311 Enterprise Drive, Plainsboro, New Jersey

08536

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

609-275-0500

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 1.01 Entry into a Material Definitive Agreement.**

On April 9, 2012, the Board of Directors of Integra LifeSciences Holdings Corporation (the "Company") approved the establishment of an annual \$25,000 cash presiding director fee, effective as of the 2012 Annual Meeting of Stockholders of the Company, for any presiding director that may be appointed by the Board of Directors.

A description of the compensation of non-employee directors of the Company, including the presiding director fee, is attached as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated by reference into this item.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

(a)

On April 9, 2012, the Board of Directors of the Company amended the Company's Bylaws, effective as of May 17, 2012, to provide for the establishment of a presiding director position of the Board of Directors and other minor updating changes relating to the presiding director position.

The description set forth above regarding the Company's revised Bylaws is qualified in its entirety by reference to the full text of the Company's Amended and Restated Bylaws, a copy of which is filed as Exhibit 3.2 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 8.01 Other Events.**

The Board of Directors appointed James M. Sullivan to the newly created position of Presiding Director of the Board of Directors of the Company, effective as of May 17, 2012. Mr. Sullivan will retain his position as Chairman of the Nominating and Corporate Governance Committee of the Board of Directors.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit Number Description of Exhibit

3.2 Amended and Restated Bylaws of Integra LifeSciences Holdings Corporation, effective as of May 17, 2012

10.1 Compensation of Non-Employee Directors of Integra LifeSciences Holdings Corporation



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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Integra LifeSciences Holdings Corporation

*April 13, 2012*

By: */s/ Peter J. Arduini*

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*Name: Peter J. Arduini*

*Title: President and Chief Executive Officer*

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
3.2	Amended and Restated Bylaws of Integra LifeSciences Holdings Corporation, effective as of May 17, 2012
10.1	Compensation of Non-Employee Directors of Integra LifeSciences Holdings Corporation

f; TEXT-ALIGN: right">[ ]

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. [ ]

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(b)

After ten years of serving on the Board of Directors of Loews Corporation (the "Company"), Jacob A. Frenkel has informed the Company that he will be stepping down from the Board effective on the date of the Company's 2019 Annual Meeting of Shareholders. The Board thanks him for his distinguished service to the Company and the Board and his many valuable contributions.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LOEWS CORPORATION  
(Registrant)

Dated: January 29, 2019 By: /s/ Marc A. Alpert  
Marc A. Alpert  
Senior Vice President,  
General Counsel and Secretary